

# Exhibit B

## Proposed Order

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11  
:  
DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)  
:  
Debtors. : (Jointly Administered)  
:  
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ORDER DENYING CREDITOR'S MOTION FOR COURT ENFORCEMENT

Upon the Creditor's Motion For Court Enforcement (Docket No. 18809), dated August 19, 2009 (the "Motion"), by Robert Backie; and upon the Reorganized Debtors' Objection To Creditor's Motion For Court Enforcement, dated October 15, 2009 (the "Objection"); and the Court having heard the statements of counsel and the evidence presented regarding the Motion at a hearing before the Court on October 22, 2009 (the "Hearing"); and due and appropriate notice of the Motion having been given; and for the reasons stated by the Court on the record at the Hearing; now, therefore,

IT IS HEREBY FOUND AND DETERMINED THAT:<sup>1</sup>

A. On September 6, 2007, the Court entered a Joint Stipulation And Agreed Order Allowing Proof Of Claim Number 16705 In Favor Of H.E. Services/Robert Backie For An Allowed General Unsecured Claim Of \$300,000 And Disallowing Proofs Of Claim 837 And 838 (Docket No. 9262) (the "Settlement Agreement Order").

B. Under the Settlement Agreement Order, the Court granted Mr. Backie and H.E. Services an allowed general unsecured non-priority claim against the estate of Delphi Automotive Systems LLC in the amount of \$300,000 (the "Claim"), and permitted counsel for

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<sup>1</sup> Findings of fact shall be construed as conclusions of law and conclusions of law shall be construed as findings of fact when appropriate. See Fed. R. Bankr. P. 7052.

Mr. Backie and H.E. Services to designate an alternative beneficiary of the Claim no later than October 31, 2007, as provided in paragraph 1 of the Settlement Agreement Order.

C. The Claim is a "General Unsecured Claim" within the meaning of the First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession (As Modified) approved by the Court on July 30, 2009 (the "Modified Plan").

D. The treatment of the Claim is governed by the Modified Plan.

E. The treatment of the Claim sought by Mr. Backie in the Motion conflicts with the treatment provided in the Modified Plan.

IT IS HEREBY ORDERED, ADJUDGED, AND DECREED THAT:

1. The Objection is SUSTAINED and the Motion is DENIED.

Dated: New York, New York  
October \_\_\_, 2009

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UNITED STATES BANKRUPTCY JUDGE